

LIMITED OFFERING EXEMPTION NOTICE Online Filing User Guide for Issuer's Representative Corporations Code Section 25102(f)

As a Pilot Project with

Statewide eGovernment Initiatives Office



Designed and Built by

Telecommand Software and Services

(TELECOMMAND

Revision History

Date	Version	Description	Authors		
7/22/03	1.0	LOEN User Guide for Law Firms (During Test)	Theresa Finger, Michelle LaRue, Rathin Raval		
7/29/03	2.0	LOEN User Guide for Issuer's Representative	Theresa Finger, Michelle LaRue, Rathin Raval		
8/15/03	3.0	Updated the instructions to provide a better understanding of the Additional Financial Detail field.	Colleen Monahan, Theresa Finger, Michelle LaRue		
9/3/03	4.0	Updated screen shots and added pg. 36	Michelle LaRue, Theresa Finger		
9/22/03	5.0	Edited document; reduced picture size	Kam Coveyou; Michelle LaRue		

Table of Contents

1.1	Issuer's Representative (Law Firm) Supervisor Profile Management 4
	Twelve law firms file 30% of our notice filings. This results in a great deal of repetitive name and address information. Once a profile is set up, the database will keep this information on file and apply it to the LOEN online filing form for quick filing.
1.2	Staff Paralegal / Associate Profile Management
1.3	LOEN Login and Setting Up Client Details
1.4	LOEN Filing – 25102(f)
1.5	LOEN Filing – Rule 260.103
1.6	Credit Card Transaction
1.7	Accounting Reports and Other Features for the Manager 50
1.8	Activity Diagram 1 54
1.9	Activity Diagram 255

1. Issuer's Representative (Law Firm) Supervisor Profile Management

Welcome to the Department of Corporations' Online Filing System for the Limited Offering Exemption Notice (LOEN).

This user guide is designed for those filing on behalf of the issuers of the securities. The LOEN Online Filing System has been designed to allow firms to file 25102(f) notices with minimal data entry once a user profile is created.

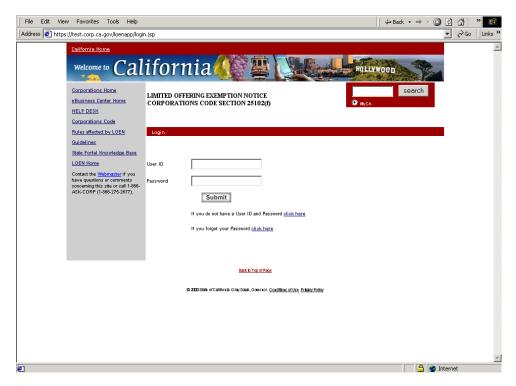
The first step is to create a profile for the issuer's representative (law firm, accounting firm, etc.) and its contact person.

Location of LOEN Online Filing System: https://web.corp.ca.gov/loenapp/login.jsp

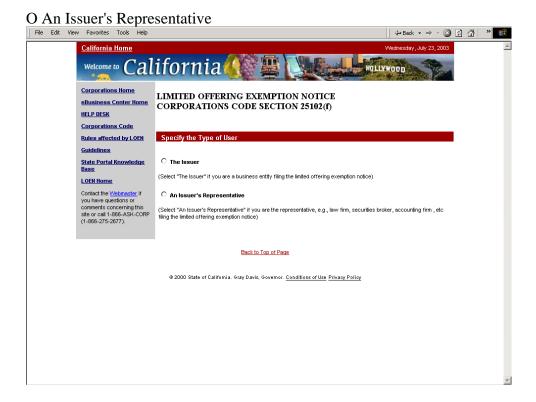
Begin by selecting:

"If you do not have a User ID and Password click here"

Otherwise, enter your user ID and password and go to Section 3 of this guide.



As the law firm, securities broker, accounting firm, etc., select the radio button:



Select the radio button that applies. If you are a staff person, please go to Section 2. As a manager, you will be asked for the following items during the initial set up of your company profile.

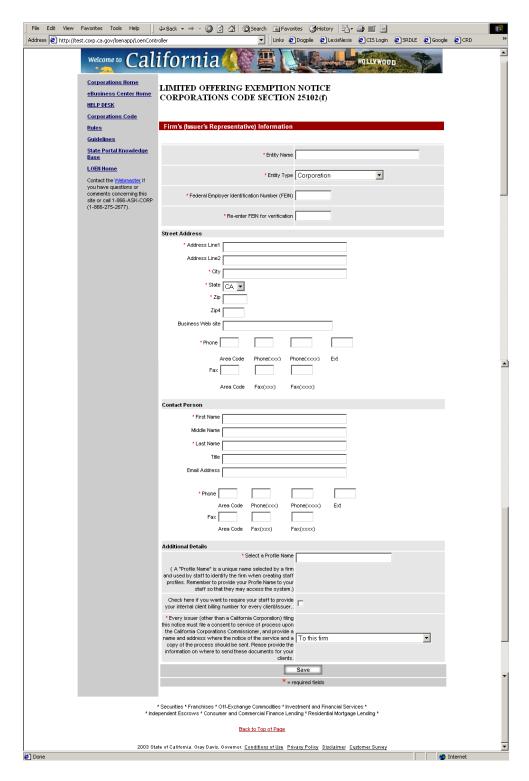
- 1. Your company's federal employer identification number (FEIN)
- 2. The profile name you would like your staff to use in preparing the online filings.
- 3. Your own username and password for future access to this system.
- 4. The credit card number and 3-digit code that will be used to pay for the filings.
- 5. A 4-digit personal identification number (PIN) that will be given to your staff to allow them to prepare and pay for the filing online. The use of the PIN is necessary so only you, as the manager, will have access to your firm's credit card number.

If you are the manager, select:

O Manager



The following screen displays:



All fields marked with a red asterisk (*) are mandatory. Complete all required fields. An explanation of certain fields can be found on the following page. Select the "Save" button when complete.

Additional Details

• Profile Name

The "Profile Name" is the short name that will be used by the staff in your firm to file notices online.

• Check here if you want to require your staff to provide your internal client billing number for every client/issuer.

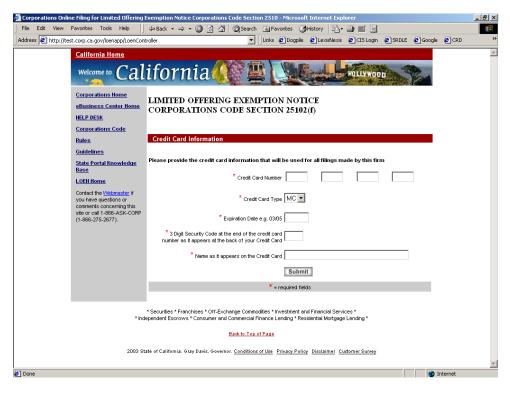
USE OF CLIENT BILLING NUMBER – This feature allows you to track the filings by client made online for internal billing purpose. After completing a notice, an accounting report will be available to the managers of your firm that will list the filing made, your billing number for that client, and the completed filing transaction number if the filing has been paid and filed with the Department of Corporations.

• Every issuer (other than a California Corporation) filing this notice must file a consent to service of process upon the California Corporations Commissioner, and provide a name and address where the notice of the service and a copy of the process should be sent. Please provide the information on where to send these documents for your clients.

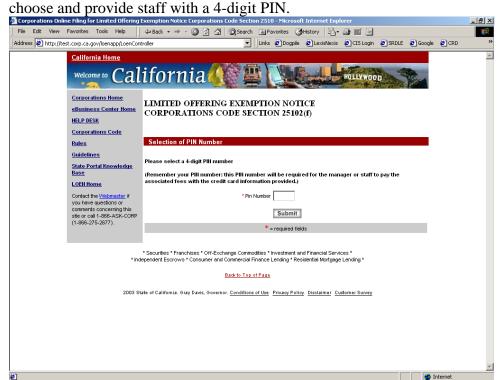
Your options are as follows:

- To this firm
- To the issuer/client
- To be determined on a client-by-client basis

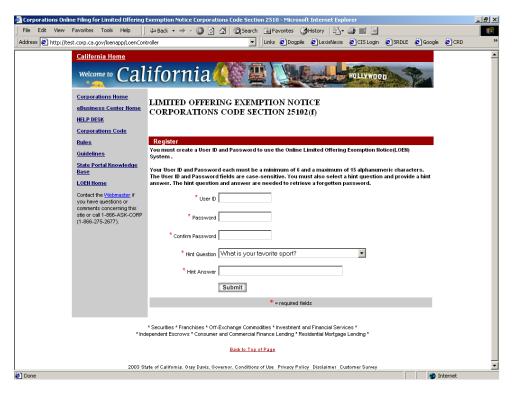
This determines how the database will complete the consent to service of process. Please be careful what you select. This option will determine who will receive notice that the California Corporations Commissioner was served with a lawsuit against your client. The manager can change the option at any time.



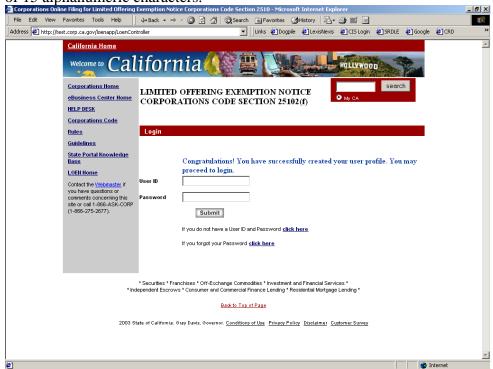
Enter all the information as prompted above, then select "Submit." The system allows the manager to enter the credit card number, which will be used to pay for all filings, without having to disclose the credit card number to staff. Instead, the manager will change and provide staff with a 4 digit PIN.



Choose a 4-digit PIN for your firm. You or your staff will need this PIN to pay the associated fees with the LOEN filings. Note: The staff will not have access to this credit card information. They will only need the PIN to authorize payment.



Choose your username and password. Each should be a minimum of 6 and a maximum of 15 alphanumeric characters.



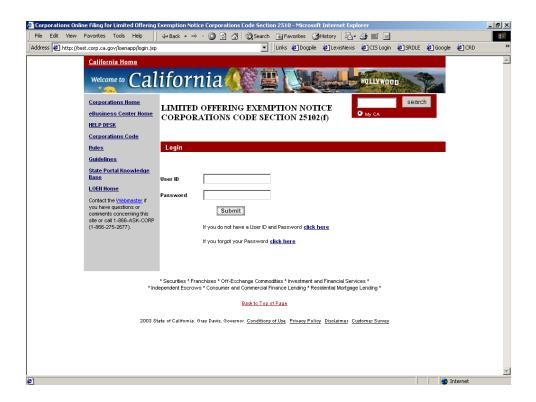
Your	user	firm	and	personal	profile	has	been s	et up.

1.1 Staff Paralegal / Associate Profile Management

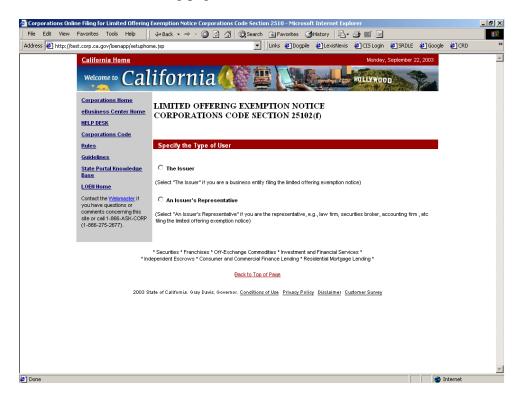
Once the "Manager" has established the Firm's profile, staff are now ready to create their own unique User Name and Password that will be used by them to file LOENs online.

Begin by selecting:

"If you do not have a User ID and Password click here"



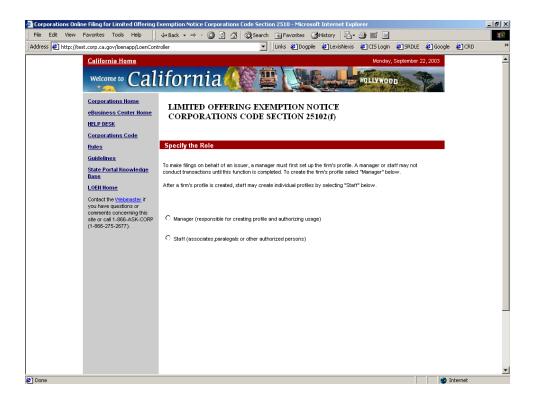
You should see following page:



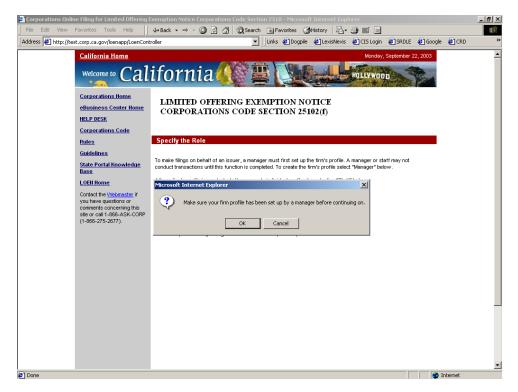
Select:

O An Issuer's Representative

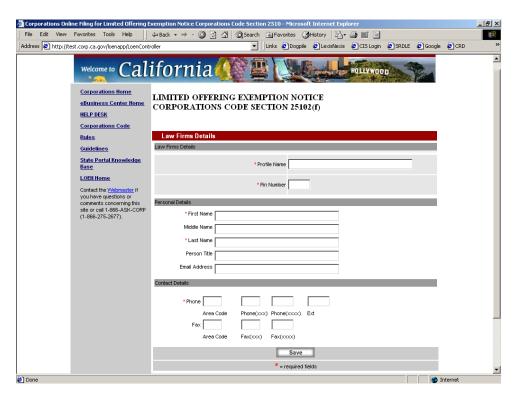
Select 'Staff':



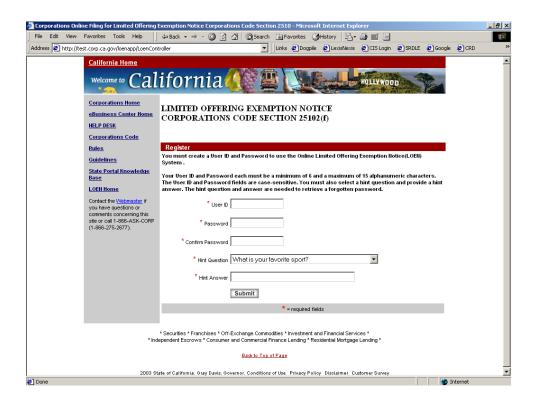
Staff will be prompted to make sure a manager has set up your firm's profile before continuing on. See Section 1.2 of this Guide for manager profile set up.



Click either OK or Cancel to continue. There is no difference in the functionality.



Enter all information as prompted in the above page(s) and click the 'Save' button at the bottom of the page. You need to contact your manager for the Profile Name and PIN Number to create your Personal Details.



Choose your username and password. Each should be a minimum of 6 and a maximum of 15 alphanumeric characters.

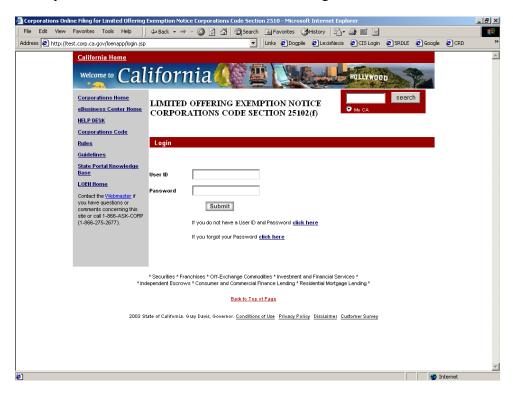


Paralegal has been registered.

1.2 LOEN Login and Setting Up Client Details

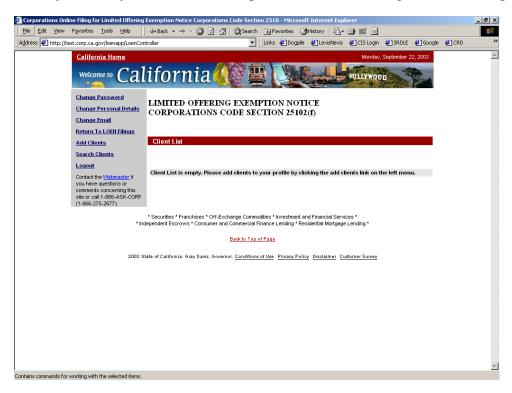
Once user names and passwords are obtained, managers and staff may begin to file LOENs on behalf of the issuers of securities.

Enter your User Name and Password in the designated fields and click 'Submit'.



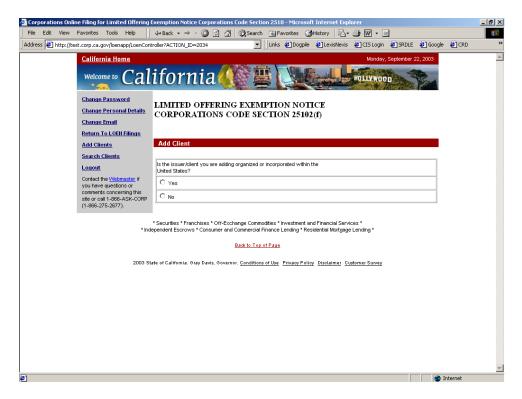
If you are successful, you should see the following page for filing 25102(f) or Rule 260.103 to allow you to begin setting up client information for the filing.

After you enter your user name and password, the following screen will display.

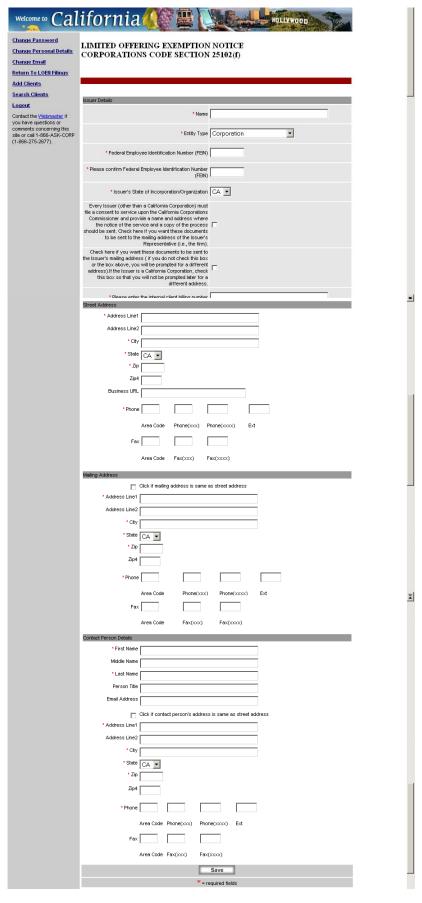


Select the link on the left called "Add Clients" to begin the filing. This will allow the LOEN database to store the client information for your future use. Then, select the client from the Client List and enter the securities data for the LOEN.

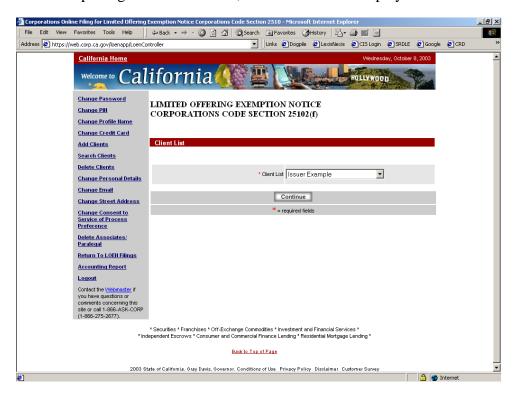
Or, if you have already set up the Client, select the link on the left called "Search Clients" to begin filing.

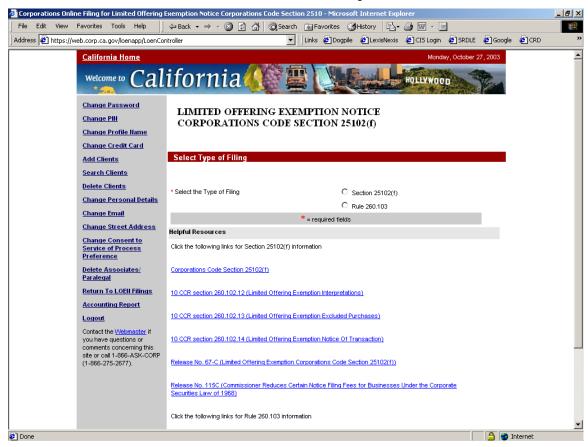


Select the appropriate response and complete the issuer's profile information in the screens as illustrated on the following pages.



After completing the issuer details, a Client List will display as illustrated:





See Section 1.4 for details on how to file the 25102(f) online.

See Section 1.5 for details on how to file under Rule 260.103 online.

1.3 **LOEN Filing – 25102(f)**

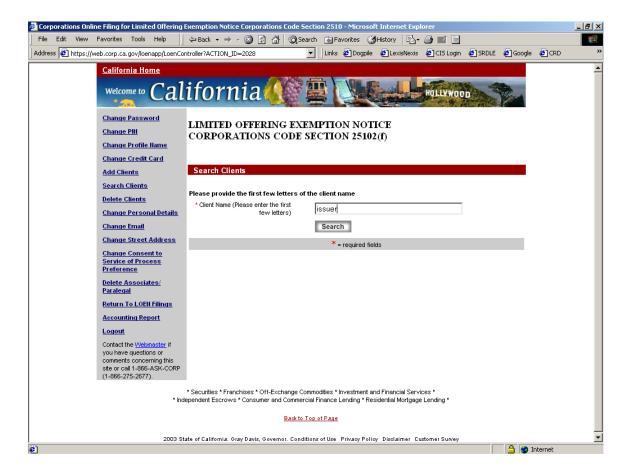
All fields marked with a red asterisk (*) are mandatory. Also, a lot of information is already populated on the form as a result of the registration done earlier. If any of the firm's information, that is pre-populated, needs to be changed, please contact your manager.

- Name or Title of Securities being Sold (Check all that apply)
- Additional Financial Detail (Optional) This is an optional field that allows for an additional description of the securities sold in the transaction. The information submitted will appear on the form. This is for information that might otherwise have been included on the transmittal letters submitted with the LOEN.
- Federal Exemption or Filing Under Securities Act of 1933 (if applicable) This is mandatory. If it does not apply, choose "None".
- Date of First Sale of Security This is an optional field to enter the date when the issuer offered the securities. Enter a valid date in the format as displayed or leave it blank.
- **Proposed Price of Securities in California** This is mandatory. Enter amount in US Dollars
- **Total Offering Amount (Including California)** This is mandatory. Enter amount in US Dollars
- Non-cash Consideration in California and in Total Enter amount in US Dollars
- **Authorized Signatory Title** Check this box to indicate that you are authorized to file the chosen form
- **Consent to Service of Process** This item will NOT appear if the entity type is Corporation and State of Jurisdiction is California.

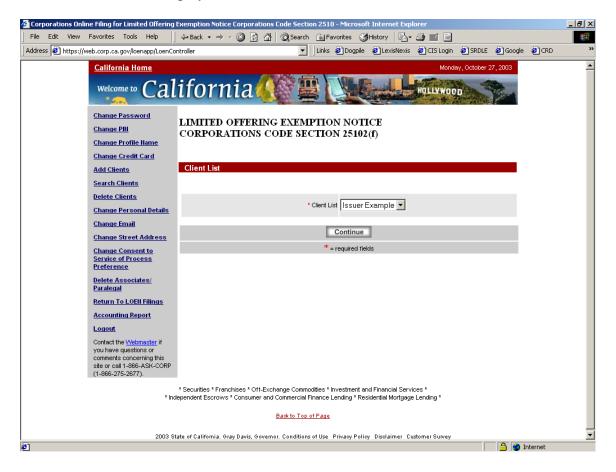
Total amounts and applicable fees are computed by system on the basis of amounts entered by the user.

After logging into LOENs Online Filing System and setting up the Client Details (Section 1.3), or selecting from an existing Client List after using "Search Clients" list, you will be taken to the screen where you can select the radio button for the form 25102(f).

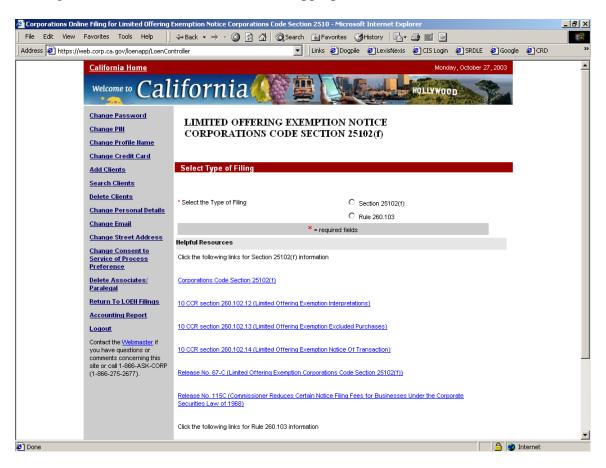
If a Client has already been added to the system, click the link "Search Clients" and enter the client name per the screen below.



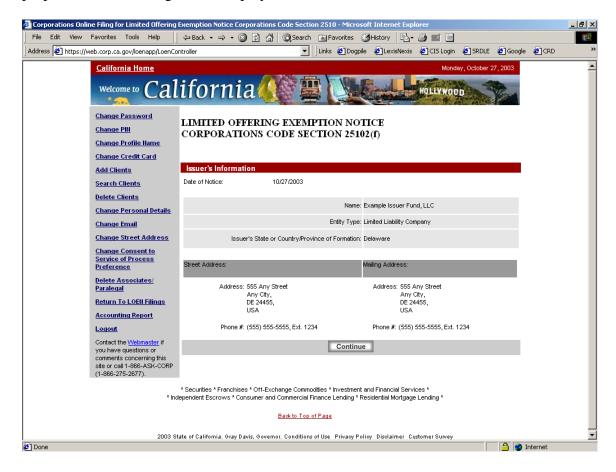
Once the client name displays, select the client and hit Continue.



If filing a LOEN under 25102(f), select the appropriate radio box.



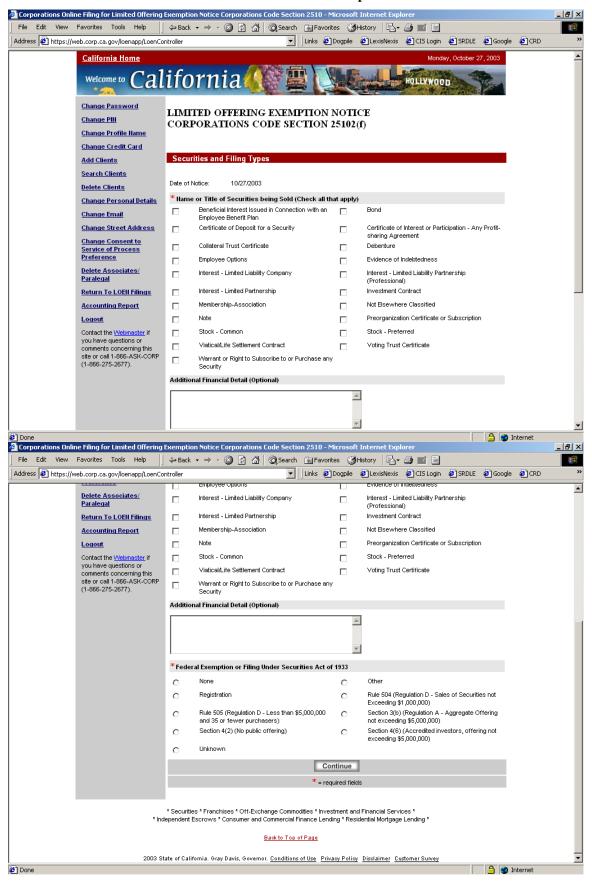
Since you have already selected the client, in this case "Coffee Shop" for illustration purposes, the following screen displays.



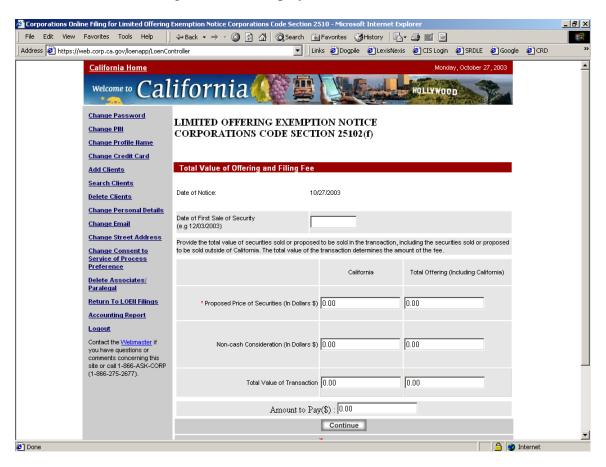
The details are automatically populated from the "Add Clients" task performed.

Next, you'll be asked to complete the security information detail for the LOEN.

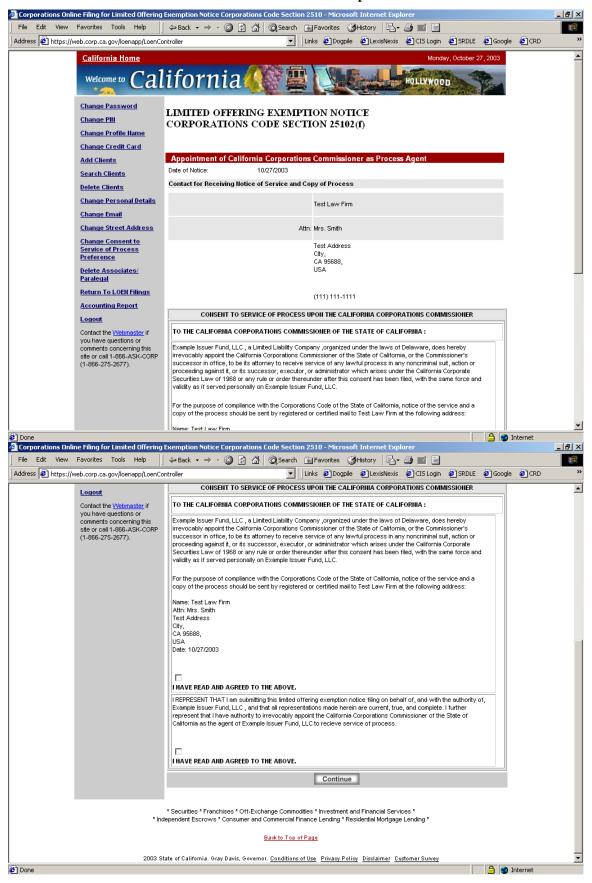
Check all options that apply for Name or Title of Securities being sold. Select one Federal Filing Type if it is applicable.



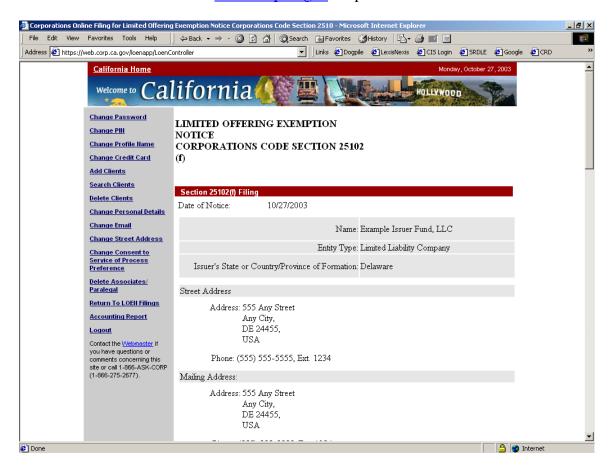
Check all options that apply for Name or Title of Securities being sold. Select one Federal Filing Type if it is applicable. Click 'Continue' at the bottom of the page. If you go back and "edit" the document, please review the check boxes carefully. After clicking "Continue", the following screen will display:

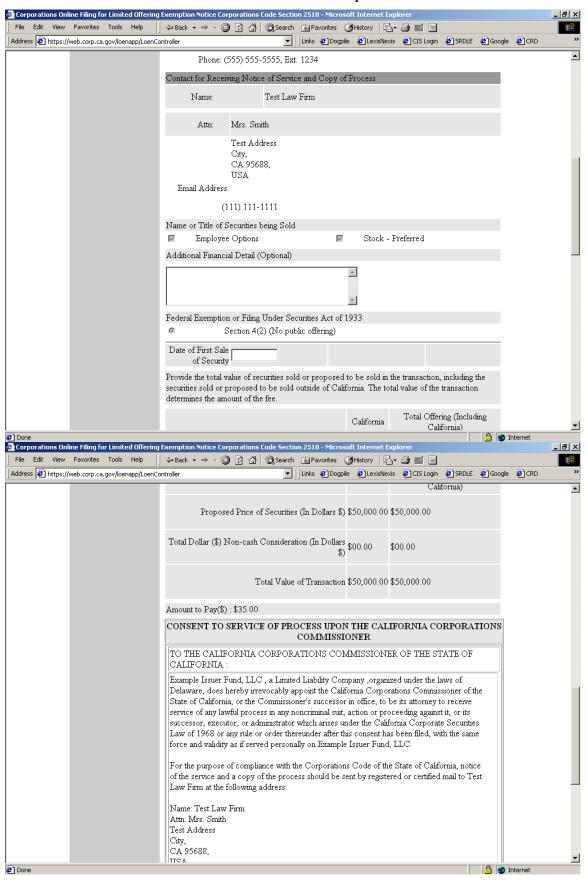


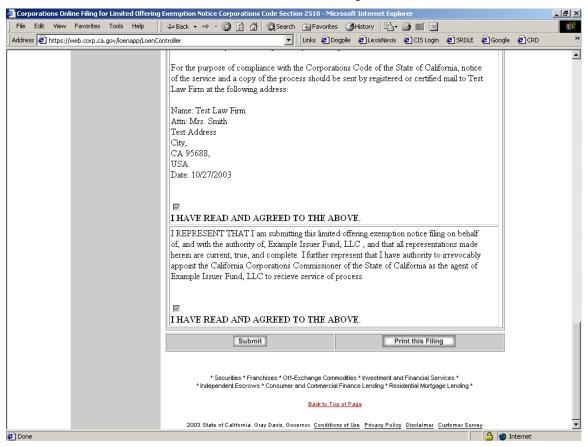
After completing this page, a preview of the data entered will display and you will be asked to agree to certain terms.



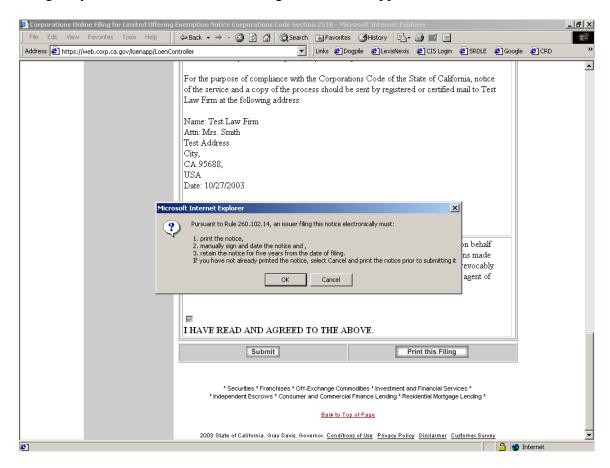
After agreeing and selecting "Continue", a preview of the complete filing will display. At the end, you will be prompted to print the filing for your records. Upon paying for the filing, the data will be submitted to Corporations and populate the public version of the LOEN filing form (without signature line). Upon completion of review by Corporations, the LOEN will be available at www.corp.ca.gov for public access.



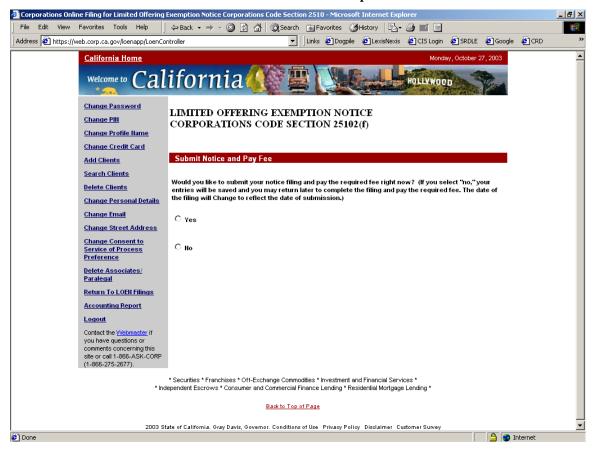




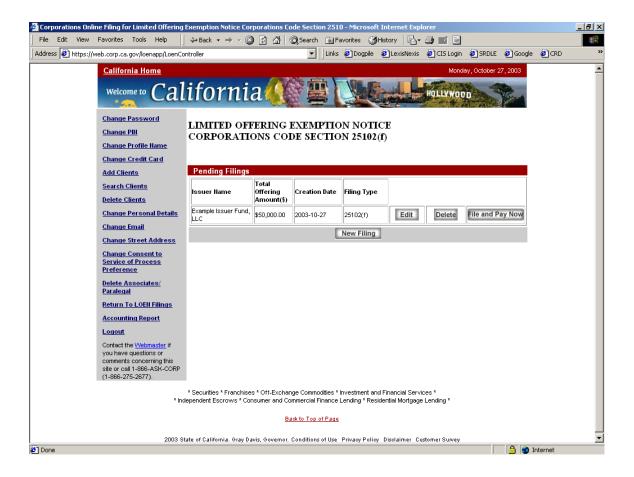
Upon completing the form you will be given the option to "Submit" or "Print". You must print, sign and date the filing and retain on file for five (5) years from the date of filing. If you hit "Submit," the following window will appear:



If you have already printed the filing, press OK and you will see the following screen:



If you choose to pay later, you should see following page when either logging in to the LOEN Online Filing System. If you do not receive this page upon logging in, then you do not have any pending filings.



This page displays the filings created in the LOEN database but not yet filed and paid.

If you want to push the filing to Corporations, you will have to pay for the filing. Otherwise, the filing will only be accessible in the LOEN online filing system as a pending document.

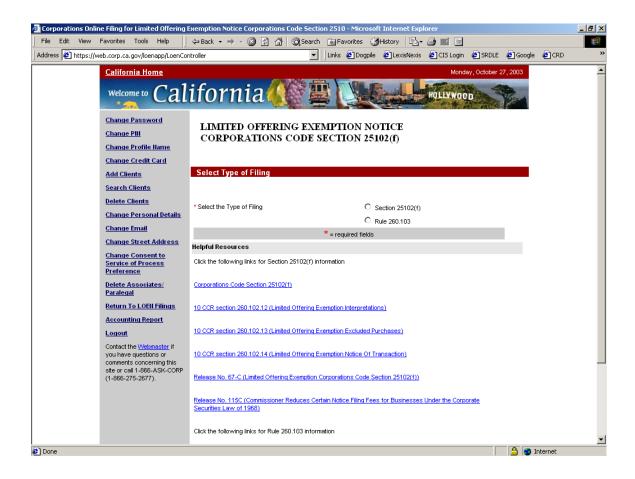
1.4 LOEN Filing – Rule 260.103

All fields marked with red asterisk are mandatory. Also, a lot of information is already populated on the form from the profile of the person who logged in. If any of the information, that is pre-populated, needs to be changed, you can change it in profile management.

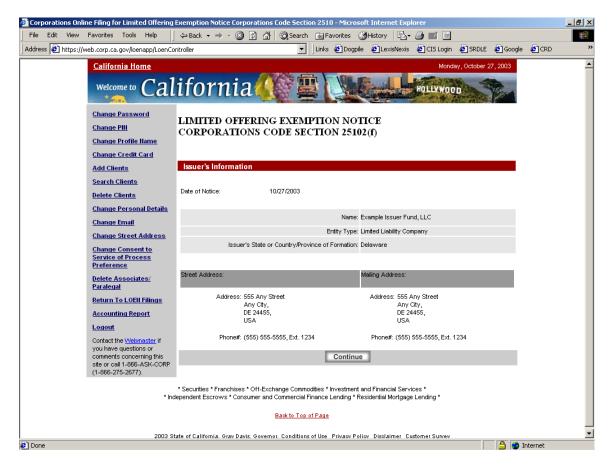
The applicable data is as follows:

- Name or Title of Securities being Sold (Check all that apply)
- Additional Financial Detail (Optional) This is an optional field that allows for an additional description of the securities sold in the transaction. The information submitted will appear on the form. This is for information that might otherwise have been included on the transmittal letters submitted with the LOEN.
- Federal Exemption or Filing Under Securities Act of 1933 (if applicable) This is mandatory. If it does not apply, choose "None".
- Date of First Sale of Security This is an optional field to enter the date when
 the issuer offered the securities. Enter a valid date in the format as displayed or
 leave it blank.
- **Authorized Signatory Title** Check this box to indicate that you are authorized to file the chosen form
- **Consent to Service of Process** This checklist item will NOT appear if the entity type is Corporation and State of Jurisdiction is California.

Fee amount is pre-populated by system, which is currently \$25.

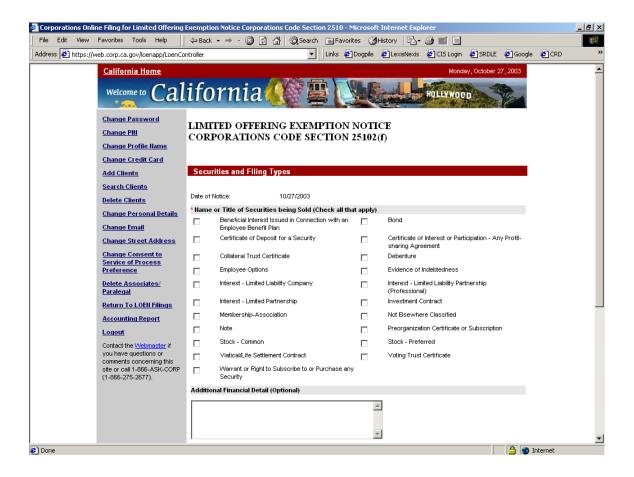


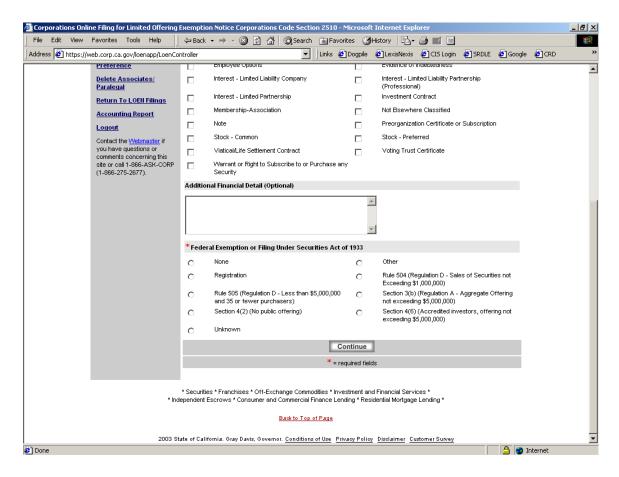
After choosing the radio button for the form for Rule 260.103, you will see following page:



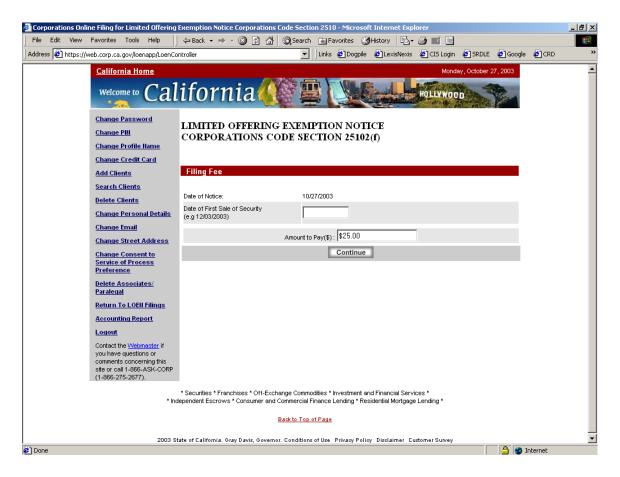
You don't need to enter any information on this page as all fields are pre-populated from the "Add Client" Setup. Click 'Continue' button at the bottom of the page.

You should see following page:



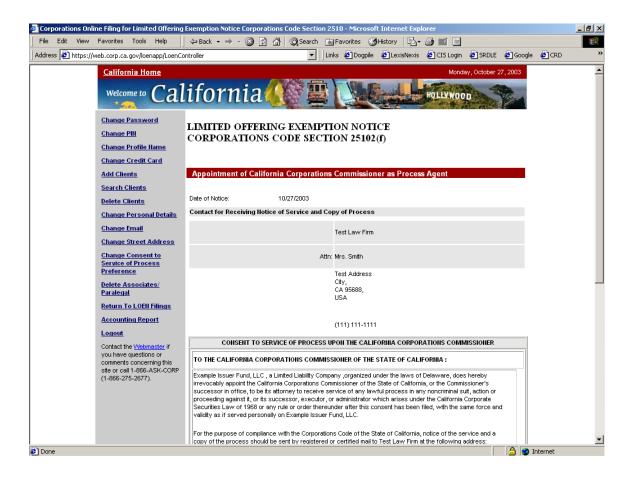


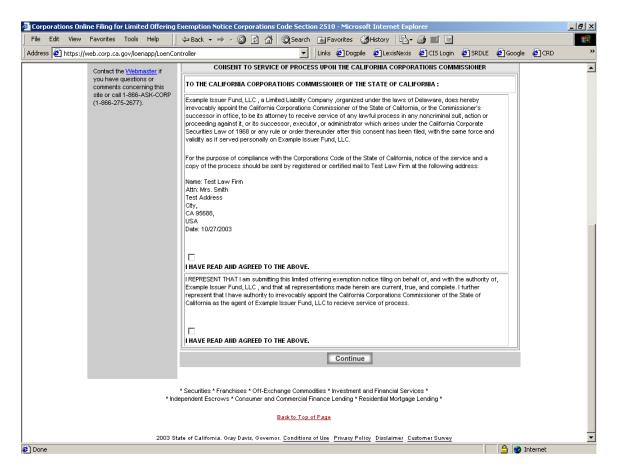
Check all options that apply for Name or Title of Securities being sold. Select one Federal Filing Type if it is applicable. Click 'Continue' at the bottom of the page. If you go back and "edit" the document, please review the check boxes carefully. After clicking "Continue", the following screen will display:



Enter Securities Sale Date if applicable. The fee amount is pre-populated by the system for Rule 260.103. Click 'Click here to pay' button for making a payment. You can also click 'Continue' without making a payment, in which case, you may come back later to make a payment.

You should see following page if you clicked 'Continue' button.



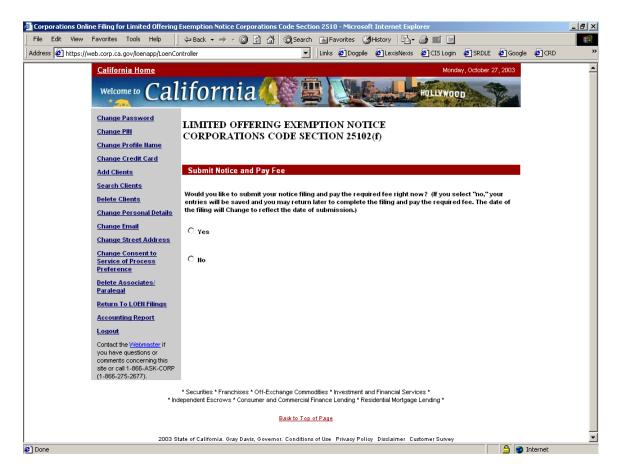


Above page shows 'Consent to Service of Process' information from your profile. Scroll thru towards the bottom of this page for the checklist items.

The check box items presented above are mandatory. After checking the items, click 'Save' button. You should see a preview of the complete filing.

At the end, you will be prompted to print the filing for your records. Upon paying for the filing, the data will be submitted to Corporations and populate the public version of the LOEN filing form (without signature line). Upon completion of review by Corporations, the LOEN will be available at www.corp.ca.gov for public access.

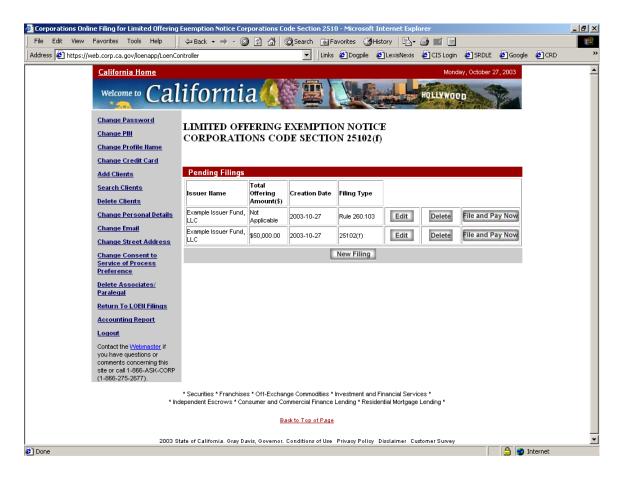
After selecting the 'Submit' button, the following screen will display:



Note: Please refer to Credit Card test case in the next section for 'Yes, I would like to pay now' option functionality.

If you want to push the filing to Corporations, you will have to pay for the filing. Otherwise, the filing will only be accessible in the LOEN online filing application as a pending document.

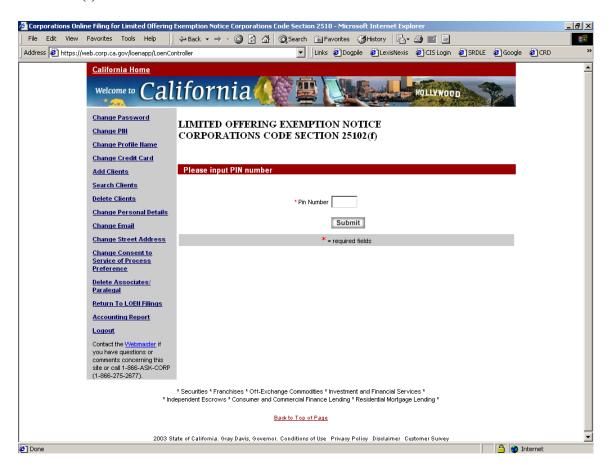
If you choose to pay later, you should see following page:



The links on the left change your profile information, not the Client Details. If you wish to change the client details, please call the Department of Corporations and the change will be done for you or you may be requested to file by paper. This change functionality could be an enhancement in the future based on need.

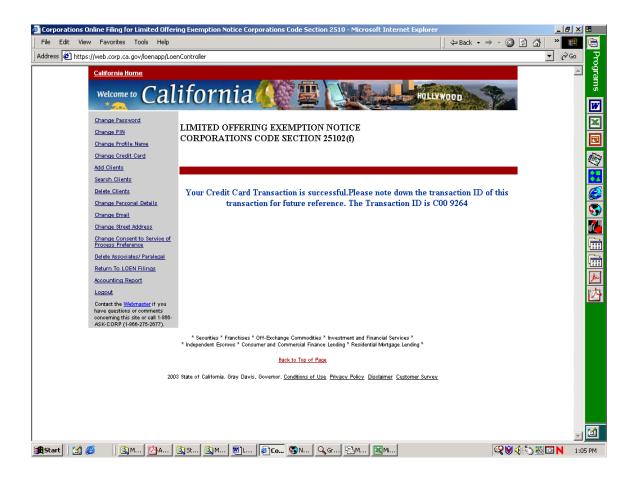
1.5 Credit Card Transaction

You will get this screen upon selecting the 'File and Pay Now' button for pending filings for 25102(f) or 260.103.



Please enter the PIN Number for the firm. Click on 'Submit' button.

You should see the following page:



Congratulations, you have now successfully completed the LOEN and filed it on line with the Department of Corporations. Once reviewed by Corporations staff, the public version of the filing will be posted to the Corporation's website at www.corp.ca.gov for public viewing.

Using the Online Filing System for the LOEN will also allow your firm to access Accounting Reports, which summarize your transaction ID's for paid filings. These reports are available to the managers of the firm.

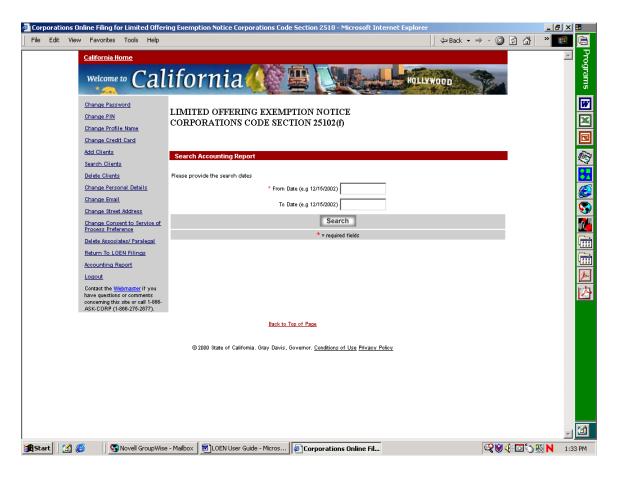
1.6 Accounting Reports and Other Features for the Manager

In order to access the Accounting Reports, you will need to have proper access rights as the manager of the firm.

Only one manager user name and password is allowed per firm.

After logging in as the manager of the firm, you may access the reports by clicking the link "Accounting Report".





Select the search dates. The following screen will display.

The staff that created the LOENs may file and pay the LOEN. This feature is for management tracking purposes only.



Other Features for the manager include:

Change Password – Changes the password used by the manager to log in to LOEN. (Note: If you wish to change the User Name, please call the Department of Corporations' Help Desk at 1-866-ASK-CORP)

Change PIN – Changes the PIN number, which is used by the staff to prepare for the LOEN filings. Once the staff are ready to pay, they will again need to enter the PIN. It is advised to periodically change the PIN to prevent misuse (see "Delete Associate/Paralegal" below).

Change Profile Name – Changes the name that will be given to your staff and used by them to begin preparing the LOEN online.

Change Credit Card – Changes your firm's credit card information used to file the LOENs.

Add Clients – This is used by you or your staff to add clients to the system and file a LOEN.

Search Clients – Once a client has been set up, anyone in the firm may use the client in the Client List to file for that client.

Change Personal Details – This is used to change the manager's name or title.

Change Email – This is used to change the manager's e-mail.

Change Street Address – This is used to change the firm's street address.

Change Consent to Service of Process Preference – Allows manager to change the preferences for the contact and address to receive a copy of any lawsuits against the client served on the California Corporations Commissioner.

Delete Associate/Paralegal – Deleting an Associate/Paralegal removes the person from your summary of staff who have requested User IDs and Passwords. It does not restrict the person from filing for your law firm at a later date. It is advised to periodically change the PIN to prevent misuse.

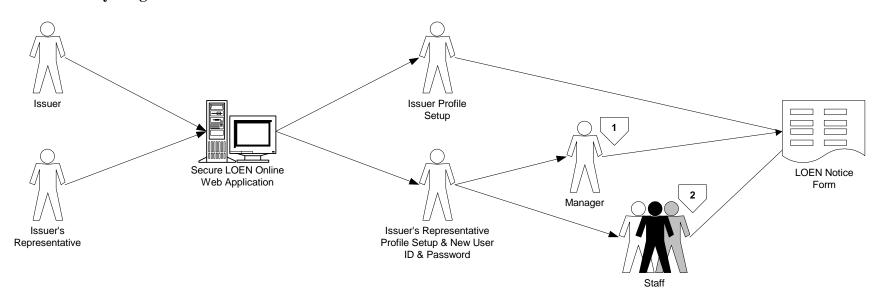
Return to LOEN filing – Returns the user to the Client List if no filings are pending. Returns the manager to the summary of pending items if applicable.

Accounting Report – Allows management to see the LOENs that have been filed by the firm. They include those in progress and pending within the law firm; and those filed and paid with the Department of Corporations. Once paid, the Accounting Report displays the transaction # from Intellipay.

Log Out – Logs user out of the system and returns to the Login Screen.

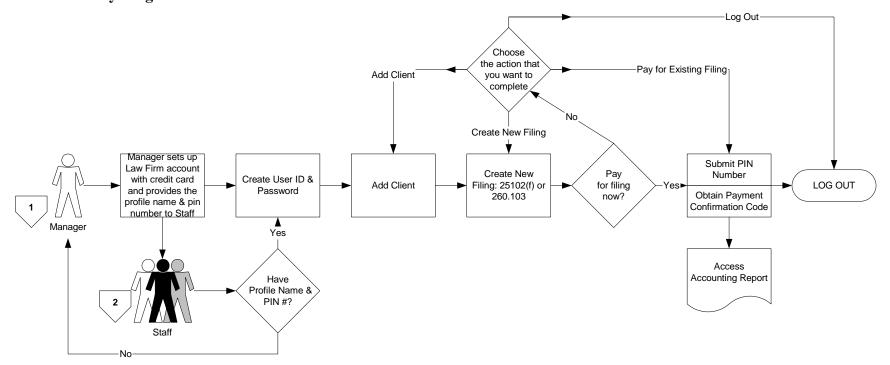
Thank you, for using the Department of Corporations' User Guide. If you have any questions or recommendations, please call us at 1-866-ASK-CORP (275-2677). The Department of Corporations Client Resource Center will be pleased to assist you.

1.7 Activity Diagram 1



Page 54 of 55 Revised 7/29/03

1.8 Activity Diagram 2



Page 55 of 55 Revised 7/29/03